

A RESOLUTION
BY FINANCE/EXECUTIVE COMMITTEE

A RESOLUTION AUTHORIZING THE CITY ATTORNEY TO EXECUTE AN ENGAGEMENT AGREEMENT WITH THE LAW FIRMS OF HUNTON & WILLIAMS LLP AND HOWELL & ASSOCIATES, LLC, TO SERVE AS CO-BOND COUNSEL TO THE CITY OF ATLANTA IN CONNECTION WITH THE ISSUANCE OF BONDS AND/OR BOND ANTICIPATION NOTES FOR THE BELTLINE TAX ALLOCATION DISTRICT FOR AN INITIAL TWO-YEAR TERM, WITH AN OPTION TO RENEW FOR AN ADDITIONAL TWO YEAR TERM; TO AUTHORIZE THE CHIEF FINANCIAL OFFICER TO PAY FEES IN AN AMOUNT NOT TO EXCEED \$240,000 PLUS EXPENSES FOR LEGAL SERVICES RENDERED PURSUANT TO SAID ENGAGEMENT AGREEMENT; AND FOR OTHER PURPOSES.

WHEREAS, Section 2-991 of the Code of Ordinances for the City of Atlanta provides certain procedures for the selection and recommendation of Bond Counsel for the City of Atlanta by the City Attorney in consultation with the Chief Financial Officer; and

WHEREAS, in accordance therewith, the City Attorney solicited written proposals from numerous qualified law firms in the City of Atlanta to serve as bond counsel for an initial term of two years, with an option to renew said engagement for an additional two year term, in connection with the issuance of bonds and/or bond anticipation notes; and

WHEREAS, the City Attorney, in consultation with the Chief Financial Officer, has reviewed such proposals as were submitted and has selected bond counsel from such proposals; and

WHEREAS, the law firms of Hunton & Williams LLP and Howell & Associates, LLC submitted the most responsive proposals to serve as bond counsel in connection with the issuance of bonds and/or bond anticipation notes; and

WHEREAS, the City Attorney recommends the firms of **Hunton & Williams LLP and Howell & Associates, LLC** to serve as co-bond counsel in connection with the issuance of bonds and/or bond anticipation notes for the BeltLine Tax Allocation District.

THE COUNCIL OF THE CITY OF ATLANTA, GEORGIA HEREBY RESOLVES as follows:

Section 1. That the City Attorney is hereby authorized to execute an engagement agreement with the law firms of **Hunton & Williams LLP and Howell & Associates, LLC** to serve as Co-Bond Counsel to the City of Atlanta for an initial two (2) year period beginning in 2006, with an option to renew said engagement for an additional two (2) year period, in connection with the issuance of bonds and/or bond anticipation notes for the BeltLine Tax Allocation District.

Section 2. That the Chief Financial Officer is hereby authorized to remit and otherwise approve payment of all legal fees, expenses, and costs due for legal counsel services rendered by the law firms of **Hunton & Williams LLP and Howell & Associates, LLC** in connection with the issuance of bonds and/or bond anticipation notes, such amounts to be paid from the proceeds of the issuance; provided that the legal fees authorized herein based on the current plan of finance are currently estimated to be not in excess of \$240,000, plus actual expenses incurred by **Hunton & Williams LLP and Howell & Associates, LLC**, plus applicable hourly fees associated with litigation of any bond validation intervention; and provided further, that in the event that the financing deviates from the current plan of finance or Co-Bond Counsel is requested to perform additional services not related to customary bond counsel services, the City Attorney (in consultation with the Chief Financial Officer) shall be authorized to adjust the fee to Co-Bond Counsel accordingly.

BE IT FINALLY RESOLVED that all resolutions or parts of resolutions in conflict herewith are hereby rescinded.